



UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY

Caption in Compliance with D.N.J. LBR 9004-2(c)

**HALPERIN BATTAGLIA RAICHT, LLP**

555 Madison Avenue, 9th Floor  
New York, New York 10022  
(212) 765-9100  
(212) 765-0964 Facsimile  
Donna H. Lieberman, Esq.  
Carrie E. Mitchell, Esq.

**COLE, SCHOTZ, MEISEL,  
FORMAN & LEONARD, P.A.**

A Professional Corporation  
25 Main Street  
P.O. Box 800  
Hackensack, New Jersey 07602-0800  
(201) 489-3000  
(201) 489-1536 Facsimile  
Ilana Volkov, Esq.

Co-Counsel for the Class 10 Trust

Chapter 11

In Re:

SHAPES/ARCH HOLDINGS L.L.C., *et al.*,

Case No. 08-14631  
(Jointly Administered)

Debtors.

Judge: Gloria M. Burns

**CONSENT ORDER RESOLVING THE CLAIMS OF U.S. CUSTOMS AND BORDER  
PROTECTION  
(Claim number 399)**

The relief set forth on the following pages, numbered two (2) through five (5), is hereby  
**ORDERED.**

**DATED: 5/4/2009**

  
\_\_\_\_\_  
Honorable Gloria M. Burns  
United States Bankruptcy Court Judge

(Page 2)

Debtor: SHAPES/ARCH HOLDINGS L.L.C., *et al.*  
Case No: 08-14631  
Caption of Order: CONSENT ORDER RESOLVING THE CLAIMS OF U.S. CUSTOMS  
AND BORDER PROTECTION (Claim number 399)

---

**WHEREAS**, on March 16, 2008, the above-captioned debtors (together, the “Debtors”) filed voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”); and

**WHEREAS**, the cases are being jointly administered pursuant to this Court’s Order dated March 18, 2008; and

**WHEREAS**, on the Petition Date, the Debtors filed their Statements of Financial Affairs, Schedules of Assets and Liabilities and Schedule of Executory Contracts and Unexpired Leases (the “Bankruptcy Schedules”); and

**WHEREAS**, on the Petition Date, the Debtors had scheduled U.S. Customs and Border Protection (“U.S. Customs”) as having an unsecured claim of \$0.00 (the “Scheduled Claim”); and

**WHEREAS**, U.S. Customs filed proof of claim number 399 in the amount of \$374,887.60, of which \$108,454.28 was asserted as a priority claim and \$266,433.32 was asserted as a general unsecured claim (the “Proof of Claim”); and

**WHEREAS**, by Order dated July 24, 2008 [Dkt. No. 561], the Bankruptcy Court confirmed the Debtors’ Third Amended Joint Plan of Reorganization, (the “Plan”); and

**WHEREAS**, U.S. Customs received payment in-full on the \$108,454.28 priority portion of their Proof of Claim; and

**WHEREAS**, pursuant to Sections 4.5, 5.2 and 5.3 of the Plan and Article IV of the Plan Administration Agreement (an exhibit to the Plan) [Dkt. No 376], the Trust, by its Trustee,

(Page 3)

Debtor: SHAPES/ARCH HOLDINGS L.L.C., *et al.*  
Case No: 08-14631  
Caption of Order: CONSENT ORDER RESOLVING THE CLAIMS OF U.S. CUSTOMS  
AND BORDER PROTECTION (Claim number 399)

---

Steven D. Sass, was empowered to, among other things, review, file objections to and resolve unsecured claims; and

**WHEREAS**, the Trust has reviewed the Proof of Claim, and additional information provided by U.S. Customs and has engaged in good faith, arms' length negotiations with U.S. Customs; and

**NOW, THEREFORE**, in consideration of the foregoing premises and of the mutual agreements and covenants hereinafter set forth and the parties hereto intending to be legally bound hereby, the Trust and U.S. Customs agree as follows:

1. In full and final settlement of U.S. Custom's unsecured claims against the Debtors, the general unsecured portion of the Proof of Claim shall be allowed in the amount of \$266,433. 32. The allowed claim shall be classified as a general unsecured claim against the Debtors and treated as part of Class 10 under the Plan.

2. This stipulation addresses the unsecured claim set forth by U.S. Customs in claim No. 399 and as listed on Exhibit B of the Trust's Third Omnibus Objection to Claims, dated January 30, 2009.

3. Nothing contained herein shall affect the priority portion of the Proof of Claim or the payment thereon.

4. This Agreement shall be binding upon and shall inure to the benefit of each of the parties hereto and their respective successors and assigns and any successor of any of them.

(Page 4)

Debtor: SHAPES/ARCH HOLDINGS L.L.C., *et al.*  
Case No: 08-14631  
Caption of Order: CONSENT ORDER RESOLVING THE CLAIMS OF U.S. CUSTOMS  
AND BORDER PROTECTION (Claim number 399)

---

5. No modification or waiver of, or with respect to, any provision of this Agreement, or consent to any departure from any of the terms or conditions hereof, shall in any event be effective unless it shall be in writing and signed by the parties hereto.

6. Whenever the context may require, any pronoun used herein shall include the corresponding masculine, feminine or neuter forms and the singular form of nouns and pronouns shall include the plural and vice versa.

7. This Agreement has been negotiated and entered into in the interest of settlement and compromise only, without an admission, liability or fault on the part of any party.

8. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute but one and the same agreement. A facsimile signature shall be sufficient to bind the parties as if it were an original signature.

9. Each party expressly represents that it has entered freely and voluntarily into this Agreement after careful review and the opportunity to consult with counsel. Except as otherwise expressly set forth herein, no representations have been made by either party with respect to any of the matters addressed in this Agreement or with respect to the Chapter 11 cases.

10. The terms, conditions and provisions of this Agreement shall be governed by, and construed in accordance with, the United States Bankruptcy Code and to the extent applicable, the internal laws of the State of New Jersey, without giving consideration to any other state's conflict of law provisions.

(Page 5)

Debtor: SHAPES/ARCH HOLDINGS L.L.C., *et al.*  
Case No: 08-14631  
Caption of Order: CONSENT ORDER RESOLVING THE CLAIMS OF U.S. CUSTOMS  
AND BORDER PROTECTION (Claim number 399)

---

The undersigned consent to the entry of the within Order.

HALPERIN BATTAGLIA RAICHT, LLP  
*Co-Counsel for the Class 10 Trust*  
555 Madison Avenue – 9<sup>th</sup> Floor  
New York, New York 10022

By: /s/ Carrie E. Mitchell  
Carrie E. Mitchell

United States Attorney's Office  
*On behalf of U. S. Customs and Border Protection*  
970 Broad Street  
Suite 700  
Newark, NJ 07102

By: /s/ Leah A. Bynon  
Leah A. Bynon